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*Counsels to Debtors and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

***In re***

**SYNERGY PHARMACEUTICALS INC., *et al.*,  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 18-14010 (JLG)**

**(Jointly Administered)**

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON MARCH 1, 2019 AT 11:00 A.M.**

Time and Date of Hearing: March 1, 2019 at 11:00 a.m. (Prevailing Eastern Time)

Location of Hearing: Honorable James L. Garrity Jr., Courtroom 601, United States  
Bankruptcy Court, Southern District of New York, One  
Bowling Green, New York, NY 10004

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: Synergy Pharmaceuticals Inc. (5269); Synergy Advanced Pharmaceuticals, Inc. (4596). The address of the Debtors' corporate headquarters is 420 Lexington Avenue, Suite 2012, New York, New York 10170.

Copies of Motions and  
Applications

Copies of each pleading identified below can be viewed and/or obtained by: (i) accessing the Court's website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), (ii) contacting the Office of the Clerk of the Court at United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, NY 10004, or (iii) from the Debtors' notice and claims agent, Prime Clerk, LLC, at <https://cases.primeclerk.com/Synergy> or by calling **1-855-388-4579** (toll free from the U.S. and Canada); or **1-646-795-6978** (international) or by e-mail at [synergyinfo@primeclerk.com](mailto:synergyinfo@primeclerk.com). Note that a PACER password is needed to access documents on the Court's website.

## **I. ADJOURNED MATTERS**

1. Debtors' Motion for Order (I) Approving the Form and Manner of Notice of the Disclosure Statement Hearing; (II) Approving Disclosure Statement; (III) Scheduling Hearing on Confirmation of Plan; (IV) Establishing Deadlines and Procedures for Filing Objections to Confirmation of Plan; (V) Establishing Deadlines and Procedures for Voting on the Plan; (VI) Approving Solicitation Procedures; (VII) Establishing Procedures for Tabulation of Votes; and (VIII) Granting Related Relief [Docket No. 271]

Objection Deadline: March 4, 2019 at 4:00 p.m.

Responses Filed: Lead Plaintiff's Objection to Approval of the Amended Disclosure Statement and Proposed Solicitation Procedures for the Amended Joint Plan of Reorganization of Synergy Pharmaceuticals Inc. and its Debtors Affiliate [Docket No. 414]

Objection of the Chubb Companies to the Amended Disclosure Statement for the Amended Joint Plan of Reorganization of Synergy Pharmaceuticals Inc. and its Debtor Affiliate [Docket No. 415]

Objection of the U.S. Securities and Exchange Commission to the Amended Disclosure Statement for the Amended Joint Plan of Reorganization of Synergy Pharmaceuticals, Inc. and its Debtor Affiliate [Docket No. 419]

Related Documents: Disclosure Statement for the Joint Plan of Reorganization of Synergy Pharmaceuticals Inc. and its Debtor Affiliate [Docket No. 112]

Joint Plan of Reorganization of Synergy  
Pharmaceuticals Inc. and its Debtor Affiliate  
[Docket No. 111]

Amended Disclosure Statement for the Amended  
Joint Plan of Reorganization of Synergy  
Pharmaceuticals Inc. and Its Debtor Affiliate  
[Docket No. 269]

Redline of Amended Disclosure Statement for the  
Amended Joint Plan of Reorganization of Synergy  
Pharmaceuticals Inc. and Its Debtor Affiliate  
[Docket No. 270]

Amended Joint Plan of Reorganization of Synergy  
Pharmaceuticals Inc. and Its Debtor Affiliate  
[Docket No. 267]

Redline of Amended Joint Plan of Reorganization  
of Synergy Pharmaceuticals Inc. and Its Debtor  
Affiliate [Docket No. 268]

Notice of Certification of Publication of Georgia L.  
Faust Regarding Notice of Hearing and Objection  
Date Regarding Amended Disclosure Statement for  
the Amended Joint Plan of Reorganization of  
Synergy Pharmaceuticals Inc. and its Debtor  
Affiliate [Docket No. 301]

**Status:**

**This matter has been adjourned to March 12,  
2019 at 11:00 a.m.**

**II. CONTESTED MATTERS**

2. Debtors' Motion for (I) an Order (A) Approving the Bidding Procedures for the Sale of Substantially all of the Debtors Assets, (B) Establishing the Notice Procedures and Approving the Form and Manner of Notice Thereof, (C) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Scheduling a Sale Hearing, and (E) Granting Related Relief and (II) an Order (A) Approving the Sale of the Debtors Assets Free and Clear of all Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief [Docket No. 17]

**Objection Deadline:**

February 15, 2019 at 4:00 p.m. Upon consent of all parties, The Equity Committee was granted an extension to file a response by February 17, 2019 at 4:00 p.m.; and Cardinal Health was extended to February 18, 2019 at 4:00 p.m.

Responses Filed:

Limited Objection of Ironwood Pharmaceuticals, Inc. to the Debtors' Notice of Cure Payment Relating to Proposed Assumption and Assignment of License Agreement [Docket No. 307]

Limited Objection of Charles River Laboratories, Inc. to Debtors' Notice of Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. 320]

Objection by McKesson Corporation to (1) Notice of Proposed Assumption and Assignment of Certain Executory Contracts and (2) Proposed Cure Amount [Docket No. 334]

Limited Objection and Reservation of Rights of Covance, Inc. to Notice of Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. 335]

Objection of AmerisourceBergen Drug Corporation to Debtors' Motion to Sell Substantially All Assets [Docket No. 338]

Reservation of Rights of the Official Committee of Unsecured Creditors with Respect to the Debtors' Motion for (1) an Order (A) Approving the Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Establishing the Notice Procedures and Approving the Form and Manner of Notice Thereof, (C) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Schedule a Sale Hearing, and (E) Granting Related Relief and (II) an Order (A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief [Docket No. 358]

Limited Objection and Reservation of Rights of CaremarkPCS Health, L.L.C. and Aetna Health Management, LLC to: (I) Debtors' Sale Motion,

and (II) Debtors' Proposed Cure Payment [Docket No. 362]

Lead Plaintiffs' Limited and Preliminary Objection to Sale Approval [Docket No. 364]

Cardinal Health's Limited Objection to Debtor's Motion For (I) an Order (A) Approving the Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Establishing the Notice Procedures and Approving the Form and Manner of Notice Thereof, (C) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Scheduling a Sale Hearing, and (E) Granting Related Relief and (II) an Order (A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Related Relief [Doc. No. 17] (The "Sale Motion") and (II) Joinder With Objection of AmerisourceBergen Drug Corporation to Debtor's Motion to Sell Substantially All Assets (Doc. No. 338) [Docket No. 367]

Notice of the Official Committee of Equity Security Holders' *Ex Parte* Motion to Authorize the Official Committee of Equity Security Holders to Redact Objection to Sale Motion and Exhibits Thereto [Docket No. 370]

Order Granting the Official Committee of Equity Security Holders' *Ex Parte* Motion to Authorize the Official Committee of Equity Security Holders to Redact Objection to Sale Motion and Exhibits Thereto [Docket No. 371]

McKesson Corporation's Joinder to Limited Objections of AmerisourceBergen Drug Corporation and Cardinal Health [Docket No. 372]

Objection of the Official Committee of Equity Security Holders to the Proposed Sale of Substantially All of the Debtors' Assets [Docket No. 374] (Filed Under Seal)

Declaration of Geoffrey Coutts in Support of  
Objection of the Official Committee of Equity  
Security Holders to the Proposed Sale of  
Substantially All of the Debtors' Assets [Docket No.  
376]

Declaration of Matthew Boutslog in Support of  
Objection of the Official Committee of Equity  
Security Holders to the Proposed Sale of  
Substantially All of the Debtors' Assets [Docket No.  
375] (Filed Under Seal)

Related Documents:

Order (A) Approving Bidding Procedures in  
Connection with the Sale of Substantially All of the  
Debtors' Assets, (B) Approving Procedures for the  
Assignment and Assumption of Executory  
Contracts, and (C) Granting Related Relief [Docket  
No. 181]

Notice of Auction and Sale Hearing [Docket No.  
183]

Debtors' Ex Parte Motion for Entry of Order  
Authorizing Debtors to Redact and File Under  
Seal the Debtors Reply in Support of the Sale  
Motion [Docket No. 428]

Order Granting Debtors' Ex Parte Motion to  
Authorize Debtors to Redact Sale Reply [Docket  
No. 429]

Replies:

Declaration of Jeffrey Finger in Support of the  
Reply of the Official Committee of Unsecured  
Creditors to the Objection of the Official  
Committee of Equity Security Holders to the  
Proposed Sale of Substantially all of the Debtors  
Assets [Docket No. 424]

Reply of the Official Committee of Unsecured  
Creditors to the Objection of the Official  
Committee of Equity Security Holders to the  
Proposed Sale of Substantially all of the Debtors  
Assets [Docket No. 425]

Debtors' Omnibus Reply in Support of Debtors'  
Motion for Entry of an Order Approving the Sale of  
the Debtors' Assets Free and Clear of All Liens,

Claims, Encumbrances, and Other Interests [Docket  
No. 431]

Notice of Filing of Exhibit 1 to Declaration of  
Heath Gray in Support of Entry to the Sale Order  
[Docket No. 434]

Notice of Successful Bidder [Docket No. 456]

**Status:**

**This matter is going forward.**

*[Remainder of Page Intentionally Left Blank]*

Dated: New York, New York  
February 28, 2019

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Ron E. Meisler

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